



SILICA RESOURCES
A U S T R A L I A

SILICA RESOURCES AUSTRALIA LIMITED
ACN 655 231 066

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 27 February 2026

Time of Meeting:
4:00PM (AEDT)

Location of Meeting: via Zoom Webinar

Registration: For further details please email jessica.cahill@vistra.com for further instructions.

In accordance with the Corporations Act 2001 (Cth) which provides for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement ("AGM Materials") will be circulated, unless shareholders have elected to receive the AGM Materials in paper form. The AGM Materials have been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is available on demand by contacting the Managing Director and CEO, Rob Tindall, on rtindall@silicareresources.com.au.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

SILICA RESOURCES AUSTRALIA LIMITED

ACN 655 231 066

Registered office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM” or “Meeting”) of Shareholders of Silica Resources Australia Limited (the “Company”) will be held as a virtual meeting on Friday, 27 February 2026 via Zoom, at 4:00pm (AEDT).

Shareholders are encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice of Meeting (“Notice”). To lodge your proxy, please follow the directions on your personalised proxy form. Shareholders attending the Meeting virtually will be able to ask questions via the Zoom platform.

To attend the meeting via Zoom, please use the following details:

Topic:

Silica Resources Australia Limited 2025 Annual General Meeting

Registration Link:

https://vistra.zoom.us/webinar/register/WN_oHffA-efRvSD-DL1LyIKUg

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its Shareholders lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to rtindall@silicareresources.com.au. The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Further Information

Any Shareholder wishing to attend the AGM online should monitor the Company’s website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangement for the holding or conduct of the Meeting, the Company will make further information available through its website at www.silicareresources.com.au.

AGENDA

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the financial year ended 30 September 2025.

There is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Election of James Dickson as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That, for the purposes of clauses 20.3 and 20.6 of the Company's Constitution and section 201H of the Corporations Act, and for all other purposes, James Dickson, having been appointed to the Board of Directors on 31 October 2025 and retiring at this Meeting in accordance with the Constitution of the Company, and being eligible for election, be elected as a Director of the Company."

Resolution 2: Re-election of Mark Pitcher as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 21.1 of the Constitution and for all other purposes, Mark Pitcher, who retires by rotation pursuant to the Constitution and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

By order of the Board



Peter Lansom
Chair

23 January 2026

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
3. **Proxies**
 - a. Votes at the Meeting may be given personally or by proxy, attorney or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a Shareholder of the Company.
 - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company no later than 48 hours before the commencement of the Meeting, this is no later than **4:00pm (AEDT) on Wednesday, 25 February 2026**. Any proxy received after that time will not be valid for the scheduled Meeting.

Completed proxy forms must be sent via email to jessica.cahill@vistra.com or submitted via post to the Company, C/- Jessica Cahill, Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000. .

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative. The authority may be sent to jessica.cahill@vistra.com in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

The Chair of the Meeting will vote undirected proxies in favour of the proposed Resolution(s).

6. Voting Exclusions

Resolutions 1 and 2

There is no voting exclusion for any the Resolutions set out in this Notice.

7. Enquiries

Shareholders are invited to contact the Company Secretaries, Jessica Cahill and Naomi Lawrie on 1300 384 692 or jessica.cahill@vistra.com and naomi.lawrie@vistra.com if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement is included in and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information they require to make an informed decision on the Resolution(s).

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Explanatory Statement in its entirety for a detailed explanation of the Resolution(s).

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 September 2025 (which incorporates the Company's Financial Report, Directors Report and the Auditors Report) is available on the Company's website at www.silicaresources.com.au. You may obtain a copy free of charge in hard copy form by contacting the Company by phone on 1300 384 692, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary by email at jessica.cahill@vistra.com or at the Company's registered office at Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000.

Resolution 1: Election of James Dickson as Director of the Company

Background

In accordance with clauses 20.3 and 20.6 of the Company's Constitution, James Dickson will retire at the Meeting and, being eligible, will offer himself for election. Section 201H of the Corporations Act 2001 also states that if a person is appointed by other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting.

James is a corporate lawyer with significant experience in corporate transactions, corporate governance, directors' duties and compliance with the Corporations Act, ASIC requirements and ASX Listing Rules. His practice focuses on mergers and acquisitions, takeovers, IPO's and other capital raisings, corporate structuring and reconstructions, financial services and advice on corporate and commercial matters. He is recognised by The Best Lawyers in Australia for Commercial Law, Corporate Law and Mergers & Acquisitions.

James is a former member of the Takeovers Panel, a Fellow of the Australian Institute of Company Directors, a Fellow of the Financial Services Institute of Australasia and a member of the Association of Corporate Counsel.

Board Recommendation

The Board (with James Dickson abstaining in his capacity as Director) recommends that Shareholders vote in favour of election of James Dickson as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 2: Re-election of Mark Pitcher as Director of the Company

Background

Pursuant to clause 21.1 of the Company's Constitution, a director must not hold office without re-election following the third annual general meeting after their last appointment or re-election, or for more than three years, whichever is longer.

Mark Pitcher is now retiring at this Meeting in accordance with the requirements of the Company's Constitution and, being eligible, offers himself for re-election.

Mark is a senior business leader bringing almost three decades of corporate finance and business strategy expertise across a range of stages and sectors including manufacturing and technology. With extensive experience securing venture capital, private equity and government grants, he has been responsible for capitalising start-ups, managing IPOs and successfully leading company mergers, acquisitions and exits.

In his current role as Managing Director of software business, Clevertar, Mark works with the Board to provide strategic direction and to support business execution. Previously, Mark held the roles of Chief Financial Officer and Finance Director at Shaw Group and Taste Master, respectively. Complementing his executive experience, Mark also holds non-executive directorships in technology businesses in the robotics and FMCG sectors.

Mark is a member of the Australian Institute of Company Directors (MAICD) and is a Certified Practising Accountant (CPA). He holds a Master of Business Administration from the International Graduate School of Management and a Bachelor of Arts (Accounting) from the University of South Australia.

Board Recommendation

The Board (with Mark Pitcher abstaining in his capacity as Director) recommends that Shareholders vote in favour of the re-election of Mark Pitcher as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**AGM**” or “**Meeting**” means the annual general meeting of the Company convened by this Notice,

“**AGM Materials**” means the Notice of Meeting, Explanatory Statement and any other materials (including annexures) referred to in the Notice;

“**Annual Report**” means the Directors’ Report, the Financial Report and the Auditor’s Report in respect of the financial year ended 30 September 2025;

“**AEDT**” means Australian Eastern Daylight Savings Time;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means Silica Resources Australia Limited ACN 655 231 066;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Shares**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company.